

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): December 5, 2012

Guidewire Software, Inc.

(Exact name of registrant as specified in its charter)

Delaware

**(State or other jurisdiction of
incorporation)**

001-35394

**(Commission File
Number)**

36-4468504

**(I.R.S. Employer Identification
No.)**

**1001 East Hillsdale Blvd., Suite 800
Foster City, CA 94404**

(Address of principal executive offices, including zip code)

(650) 357-9100

(Registrant's telephone number, including area code)

Not applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07. Submission of Matters to a Vote of Security Holders.

On December 5, 2012, Guidewire Software, Inc. (the "Company") held its Annual Meeting of Stockholders (the "Annual Meeting"). At the Annual Meeting, the Company's stockholders voted on the following two proposals, each of which is described in more detail in the Company's definitive proxy statement filed with the U.S. Securities and Exchange Commission on October 30, 2012:

1. The election of three Class I directors; and
2. The ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending July 31, 2013.

The results of the two proposals voted on by the Company's stockholders at the Annual Meeting, including the number of votes cast for or against and the number of abstentions, if applicable, and broker non-votes with respect to each matter voted upon are set forth below:

1. Election of Directors

The stockholders elected each of the three persons named below to serve as a Class I director of the Company for a three-year term that expires at the Company's annual meeting of stockholders in 2015 and until their successors are duly elected and qualified. The results of such vote were:

Director Name	Votes For	Votes Withheld	Broker Non-Votes	Percentage of Votes in Favor
Kenneth W. Branson	45,144,398	570,589	5,902,018	98.75%
Craig Ramsey	44,817,126	897,861	5,902,018	98.04%
Marcus S. Ryu	45,432,631	282,356	5,902,018	99.38%

2. Ratification of Appointment of Independent Registered Public Accounting Firm

The stockholders ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending July 31, 2013. The results of such vote were:

	Votes For	Votes Against	Abstentions	Broker Non-Votes	Percentage of Votes in Favor
Ratification of the appointment of KPMG LLP	50,887,804	557,111	172,090	0	98.59%

